

IWD/...
10/20/75

RECORDATION NO. 7367-B
FILED & INDEXED

DEC 29 1975-10 42 AM

INTERSTATE COMMERCE COMMISSION
SECOND AMENDMENT TO LEASE GROUP NO. 3

SECOND AMENDMENT TO LEASE GROUP NO. 3 dated as of October 30, 1975, by and between UNITED STATES RAILWAY EQUIPMENT CO., an Illinois corporation ("United") and WILLIAM M. GIBBONS, Trustee ("Trustee") of the Property of CHICAGO ROCK ISLAND AND PACIFIC RAILROAD COMPANY, a Delaware corporation, Debtor ("Debtor").

WITNESSETH THAT:

WHEREAS, United, as Lessor, and Debtor, as lessee, have heretofore entered into that certain Lease Group No. 3 dated January 15, 1974 (ICC Rec. No. 7307), as amended by that certain First Amendment to Lease Group No. 3 dated as of October 1, 1975, between United and the Trustee (ICC Rec. No. 7307-A) (collectively the "Lease") covering three hundred sixty-four (364) 50-ton 40'6" steel sheathed boxcars with 6' sliding doors ("Cars"); and

WHEREAS, the Lease was adopted and affirmed by the Trustee pursuant to Order No. 9 dated April 25, 1975, of the United States District Court for the Northern District of Illinois, Eastern Division, in In the Matter of Chicago Rock Island and Pacific Railroad Company, Debtor, No. 75 B 2697; and

WHEREAS, Trustee wishes to substitute certain railroad cars of the same type, age and condition as the Cars leased under the Lease, for certain of such Cars and United is agreeable thereto, all upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, IT IS AGREED:

1. Appendix A of the Lease is amended by deleting from the old RI Car Numbers the car number set forth in Column A below and substituting for each such car number so deleted the car number set forth opposite such deleted car number in Column B below:

Column A *B put*
22813
22822
22855
22860
22889
22892
22908
22929
22946
22951
22971
22981

Column B *A put*
22187
22234
22322
22348
22369
22391
22416
22514
22515
22581
22586
22587

2. The remaining terms and provisions of the Lease remain in full force and effect, and the Lease as hereby amended is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, United and the Trustee have duly executed this Second Amendment to Lease Group No. 3 as of the day, month and year first above written.

UNITED STATES RAILWAY EQUIPMENT CO.

By: *Ralph E. Deere*
Vice President

ATTEST:

William M. Gibbons
Secretary

WILLIAM M. GIBBONS, Trustee of
the Property of CHICAGO, ROCK
ISLAND AND PACIFIC RAILROAD
COMPANY, Debtor

By: *W. M. Gibbons*

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 17th day of November, 1975,
before me personally appeared Ralph E. Bell and
Fred Furumoto, to me personally known, who
being by me duly sworn, say that they are Vice President
and Asst. Secretary, respectively, of United States
Railway Equipment Co., that the seal affixed to the foregoing
instrument is the corporate seal of said corporation, that
said instrument was signed and sealed on behalf of said corpor-
ation by authority of its Board of Directors, and that they
acknowledged that the execution of the foregoing instrument was
the free act and deed of said corporation.

Edmund M. Kuger
Notary Public

My Commission Expires: November 17, 1979

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 7 day of Nov, 1975, before
me personally appeared WILLIAM M. GIBBONS, to me personally known,
who being by me duly sworn, says that he is the Trustee of
Chicago, Rock Island and Pacific Railroad Company, Debtor; that
said instrument was signed and sealed by said Trustee and that
he acknowledged that the execution of the foregoing instrument
was the free act and deed of said Trustee.

John M. Barrio
Notary Public

My Commission Expires: Oct. 26, 1977